

KAYCEE INDUSTRIES LIMITED

CIN: L70102MH1942PLC006482

Board of Directors

Ms. Aarti Grover
 Mr. Chandra Prakash Jain
 Mrs. Raju Grover
 Mrs. Sona Ramchandani
 Mrs. Pramila Merani
 Mrs. Savitri Butani
 Mr. D Rajesh Kumar (w.e.f 29/07/2019)
 Mr. Jitendra K. Vakharia (w.e.f 29/07/2019)
 Mr. Dileep K. Gupte (w.e.f 29/07/2019)

- Managing Director
 - Executive Director
 - Non-executive Director
 - Non-executive Independent Director
 - Non-executive Independent Director
 - Non-executive Independent Director
 - Non-executive Director
 Non-executive Independent Director
 Non-executive Independent Director

Registered Office

Old Kamani Chmabers,
 32- Ramjibhai Kamani Marg,
 Ballard Estate, Mumbai- 400 001;
 Contact: 022-22613521/22/23
 Website : www.kayceeindustries.com

Factory Address

Plot No F-25,
 Addl. Ambarnath Industrial Area,
 Anand Nagar, Ambarnath (East),
 Thane - 421502

Bankers

Saraswat Bank, S M E Nariman Point, Mumbai.

Auditors

M/S A.R. Sodha & Co.
 Chartered Accountants
 101, "Ashiana", 11th Road,
 T.P.S. III, Opp. B.M.C Hospital,
 Santacruz (East), Mumbai – 400055.

AASHIT DOSHI & ASSOCIATES
 Practicing Company Secretaries
 B/16, Krupali, Saibaba Nagar,
 Borivali (W), Mumbai - 400 092.

Registrar and Share Transfer Agent

Datamatics Financial Services Limited
 Plot No. A-16 & 17, Part 'B' Cross Lane,
 MIDC, Andheri (E), Mumbai- 400 093
 Contact : 022-66712188
 Website : www.datamatics.com

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Dear Members,

It's a delightful moment for me to meet you through this communicate to share with you some significant messages of your Company.

Your Company is one of the pioneer small players in the electrical industry and has been delivering consistent quality performance in its products since many years with its due attention to ever changing requirements and choices of the Customers.

Now, your Company has distinctive Brand Equity and strong recognition in the market which is core strength and strong foundation for growth in the days ahead.

The growth of your Company both at Sales level and Profit level are almost range bound in the last several years owing to certain limitations in using its inherent capabilities.

Now, the Changes have come. In July 2019, Your Company has been taken over by one of the Major players in the electrical industry – Salzer Electronics Limited who could navigate your Company with its deep rooted business acumen and structural business model. So, It's a great fillip to your Company to be being a more focus oriented in its operation and would drive value to the business.

Hope this is a new beginning in the growth story of your Company and would prosper well under dynamic support of Salzer.

Thank you

Chandra Prakash Jain
Whole Time Director
(DIN : 07337778)

NOTICE

NOTICE is hereby given that the **SEVENTY SIXTH ANNUAL GENERAL MEETING** of the members of **KAYCEE INDUSTRIES LIMITED** will be held on **Friday, 27th September, 2019 at 11.30 A.M.** at Babubhai Chinai Committee Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai- 400020 to transact the following business :-

ORDINARY BUSINESS:

1) To consider and adopt the audited Financial statements of the Company for the Financial year ended March 31, 2019, comprising of balance sheet as at March 31, 2019, statement of profit and loss for the year ending on that date, Cash Flow statement and Statement of Changes in Equity as on that date and the reports of the Board of Directors along with annexure and Auditors thereon;

“RESOLVED THAT the Audited Financial Statement comprising of balance sheet as at March 31, 2019, statement of profit and loss for the year ending on that date, Cash Flow statement and Statement of Changes in Equity as on that date and the reports of the Board of Directors along with annexure and Auditors thereon, as circulated to the Shareholders, be and are hereby received, considered and adopted.”

2) To declare Dividend on Equity Shares for the Financial Year Ended 31st March, 2019.

“RESOLVED THAT a dividend at the rate of Rs. 10 per equity share of Rs.100/- each fully paid-up of the Company be and is hereby declared for the Financial year 2018– 19 and the same be paid as recommended by the Board of Directors of the Company, out of the Profit of the Company for the financial year ended March 31, 2019.”

3) To re-appoint a Director in place of Mrs. Raju Grover (DIN No. 01584366), who retires by rotation and being eligible, offers herself for re-appointment:

“RESOLVED THAT in pursuance of Section 152 of the Companies Act 2013, read with Article 178 of the Articles of Association of the Company Mrs. Raju Grover (DIN No. 01584366), a retiring Director at this Annual General Meeting be and is hereby re-appointed as a Director of the Company, subjected to determination of her office by means of retirement by rotation at the Annual General Meeting.”

SPECIAL BUSINESS:

4) To appoint Mr. Rajesh Kumar (DIN 00003126) as Non- Executive Director liable to retire by rotation.

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:-

“RESOLVED THAT Mr. Rajesh Kumar (DIN 00003126) who was appointed as an Additional Director of the Company with effect from 29th July, 2019 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Act, be and is hereby appointed as Director of the Company, designated as Non Executive and Non Independent, with a term of office subject to retirement by rotation.”

5) To appoint Mr.Jitendra K. Vakharia (DIN 0004777) as Non- Executive and Independent Director

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:-

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any

statutory modification(s) or enactment thereof for the time being in force), Mr. Jitendra K. Vakharia (DIN 0004777) who was appointed as an Additional Director and designated as Independent Director by the Board of Directors effective July 29, 2019 and who holds office till conclusion of 76th Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Jitendra K. Vakharia (DIN 0004777) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of Five years effective July 29, 2019 and the term shall not be subject to retirement by rotation."

6) Appointment of Mr. Dileep Keshavrao Gupte (DIN 08510433) as Non Executive and Independent Director:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTIONS:-

"RESOLVED THAT that pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) and in compliance with Regulation 17(1A) of SEBI Listing Obligations and Disclosure Requirements (Amendment) Regulations, 2018, Mr. Dileep Keshavrao Gupte (DIN 08510433) who was appointed as an Additional Director and designated as Independent Director by the Board of Directors effective July 29, 2019 and who holds office till conclusion of 76th Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Dileep Keshavrao Gupte (DIN 08510433) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of Five years effective July 29, 2019 and the term shall not be subject to retirement by rotation."

"RESOLVED FURTHER THAT, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

7) Appointment of Mr. R Doraiswamy (DIN 00003131) as a Non – Executive Director liable to retire by rotation:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:-

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) and in terms of Regulation 17(1A) of SEBI Listing Obligations and Disclosure Requirements (Amendment) Regulations, 2018, Mr. R. Doraiswamy (DIN 00003131), who is eligible to be appointed as Non-Executive Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Non-Executive Director, be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation

"RESOLVED FURTHER THAT, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

**8) Appointment of Mr. N Rangachary (DIN 00054437) as a Non –Executive and Independent Director (Chairman):**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:-

“RESOLVED THAT, pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules, as may be applicable (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) and in terms of Regulation 17(1A) of SEBI Listing Obligations and Disclosure Requirements (Amendment) Regulations, 2018, Mr. N Rangachary (DIN 00054437), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director (Non- Executive and Independent Chairman), not liable to retire by rotation, for a period commencing from September 27, 2019.

“RESOLVED FURTHER THAT, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

For Kaycee Industries Limited

Place: Mumbai
Dated: 8th August, 2019

Chandraprakash Jain
Wholetime **Director**
(DIN: 07337778)

**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A BLANK PROXY FORM IS ENCLOSED.

- 2. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.**
- 3. Map to the venue of the AGM, as per the requirement of Secretarial Standard 2 is attached for the perusal of the members.**

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4 :

Mr. Rajesh Kumar (DIN 00003126) was appointed as an Additional Director of the Company with effect from 29th July, 2019. In terms of the provisions of section 152 of the Companies Act, 2013, he holds office upto the date of the 76th Annual General Meeting and is eligible for appointment as a Director liable to retire by rotation.

Mr. D Rajesh Kumar, aged 48 years, is a holder of Bachelor's degree in Electrical and Electronics Engineering from P S G Institute of Technology and also holds Master degree in Business Administration from New Hampshire College, USA. He has approximately more than 25 years of experience of electrical and electronic industry and also possessing well versed acquaintance in Finance and administration.

Brief information and experience of Mr. Rajesh Kumar as per provision of the Act read with Secretarial Standard issued by Institute of Company Secretary of India.

Name	Rajesh Kumar
Date of Birth	25/09/1971
Age	48
Date of Appointment	29/07/2019
Remuneration last drawn	NA
Experience	25
Shareholding in the Company	NIL
Relation with other Director/ Manager or Key Managerial Person	Son of Mr. R Doraiswamy – a proposed Director getting appointed and confirmed in the AGM to be held on Sept 27, 2019
Number of Board meeting attended during the year	NIL
Directorship in other Companies	a) Salzer Electronics Limited b) SRVE Industries Limited c) Salzer Securities Holdings Limited d) K R Health Care Private Limited e) Salzer Magnet Wires Limited f) Salzer Exports Limited

The company has received notice pursuant to the provisions of section 160 of the Act from a member proposing his appointment as a Director at the 76th Annual General Meeting of the Company. Mr. Rajesh Kumar has conveyed his consent for appointment as a Director.

The Board recommends the passing of the said resolution by the Members.

Relevant document referred to in the accompanying Notice and the Statement are open for inspection by Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.

None of the Directors, except Mr. Rajesh Kumar (DIN 00003126) is concerned or interested, in the aforesaid resolution.

Item No. 5:

Mr. Jitendra K. Vakharia (DIN 0004777) was appointed as an Additional Director of the Company with effect from 29th July, 2019. In terms of the provisions of section 152 of the Companies Act, 2013, he holds office upto the date of the 76th Annual General Meeting and is eligible for appointment as a Director of the company.

Mr. Jitendra Kantilal Vakharia, aged 63 years, possesses sound knowledge in finance and administration by virtue of his experience over the last several years, besides possessing good exposures in yarn and cotton business.

Brief information and experience of Mr. Jitendra K. Vakharia as per provision of the Act read with Secretarial Standard issued by Institute of Company Secretaries of India.

Name	Jitendra K. Vakharia
Date of Birth	10/05/1956
Age	63
Date of Appointment	29 th July, 2019
Remuneration last drawn	NA
Experience	30
Shareholding in the Company	NIL
Relation with other Director/ Manager or Key Managerial Person	NA
Number of Board meeting attended during the year	NA
Directorship in other Companies	a) Everlon Synthetics Ltd b) Ind Renewable Energy Limited c) Vakharia Synthetics Private Limited d) Everest Yarn Agency Pvt Ltd e) Everlon Solar Energy Private Limited f) OmkarTexolene LLP g) Ind Renewable Solar Private Limited

The company has received notice pursuant to the provisions of section 160 of the Act from a member proposing his appointment as a Director at the 76th Annual General Meeting of the Company. Mr. Jitendra K. Vakharia has conveyed his consent for appointment as a Director.

None of the Directors, except Mr. Jitendra K. Vakharia, is concerned or interested, in the aforesaid resolution.

Item No. 6:

Mr. Dileep Keshavrao Gupte (DIN 0008510433) was appointed as an Additional Director of the Company with effect from 29th July, 2019. In terms of the provisions of section 152 of the Companies Act, 2013, he holds office upto the date of the 76th Annual General Meeting and is eligible for appointment as a Director of the company.

He is having multiyear of experience both in Engineering and Administrations and worked with Hindustan Lever Limited, Birla groups, Hinduja Groups at the top level of administration.

Brief information and experience of Mr. Dileep Keshavrao Gupte as per provision of the Act read with Secretarial Standard issued by Institute of Company Secretaries of India.

Name	Dileep Keshavrao Gupte
Date of Birth	11/11/1945
Age	73
Date of Appointment	29 th July, 2019
Remuneration last drawn	NA
Experience	48
Shareholding in the Company	NIL
Relation with other Director/ Manager or Key Managerial Person	NA
Number of Board meeting attended during the year	NA
Directorship in other Companies	NIL

The company has received notice pursuant to the provisions of section 160 of the Act from a member proposing his appointment as a Director at the 76th Annual General Meeting of the Company. Mr. Dileep Keshavrao Gupte has conveyed his consent for appointment as a Director.

None of the Directors, except Mr. Dileep Keshavrao Gupte, is concerned or interested, in the aforesaid resolution.

Item No. 7:

Mr. R Doraiswamy (DIN 00003131) was recommended by the Board of Directors of the Company at their meeting held on 8th August, 2019 for being appointed as a Non- Executive Director, liable to retire by rotation, pursuant to the provisions of section 152 of the Companies Act, 2013, Regulation 17(1A) of SEBI LODR (Amendment) Regulations, 2018, and subject to approval of members at the ensuing General Meeting.

Mr. R Doraiswamy, aged 76 years, is a technocrat entrepreneur being the core promoter of Salzer Electronics Limited, a flagship Listed firm of Salzer Group engaged in the business of manufacturing of electrical installation products, comparable with the international quality standards, both for industrial and domestic segments. He has got wide experience in design, development and manufacture of electrical installation products, having served in leading industrial manufacturing company like Lakshmi Machine Works Limited, Reiter Machine Works, M/s. Brown Boveri Baden, And M/s. Sorecher + Schve Arrow, both in India and Switzerland respectively, for over two decades. He is having good business acumen and expertise in Industrial and Business Management with wide contacts globally.

Brief information and experience of Mr. R Doraiswamy as per provision of the Act read with Secretarial Standard issued by Institute of Company Secretaries of India.

Name	Mr. R Doraiswamy
Date of Birth	17/03/1943
Age	76
Date of Appointment	27 th September, 2019
Remuneration last drawn	NA
Experience	40
Shareholding in the Company	2 Shares
Relation with other Director/ Manager or Key Managerial Person	Father of Mr. D Rajesh Kumar, a Non-Executive Director on the Board.
Number of Board meeting attended during the year	NA
Directorship in other Companies	a) Salzer Electronics Limited b) Salzer Exports Limited c) Salzer Securities Holdings Limited d) Salzer Magnet Wires Limited e) Salzer Spinners Limited f) K R Health Care Private Limited

The company has received notice pursuant to the provisions of section 160 of the Act from a member proposing his appointment as a Director at the 76th Annual General Meeting of the Company. Mr. R Doraiswamy has conveyed his consent for appointment as a Director liable to retire by rotation.

None of the Directors, except Mr. R Doraiswamy and Mr. D. Rajesh Kumar being son of Mr. R Doraiswamy are concerned or interested, in the aforesaid resolution.

Item No. 8:

Mr. N Rangachary (DIN 00054437) was recommended by the Board of Directors of the Company at their meeting held on 8th August, 2019 for being appointed as a Non- Executive and Independent Director, pursuant to the